

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606

(312) 853-3223

THOMAS D. MARION
TREASURER

No. 8-020A022

Date JAN 20 1988

Fee \$ 10.00

DIRECT LINE: (312) 984-3821

ICC Washington, D. C.
January 19, 1988

Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, DC 20423

FEDERAL EXPRESS

RECORDATION NO. 15305-A

JAN 20 1988-3 10 PM

Dear Ms. McGee:

INTERSTATE COMMERCE COMMISSION

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of August 26, 1987, a secondary
document supplementing the Manufacturing
Agreement dated as of April 10, 1987.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Hyundai Precision & Industries
Company, Ltd. (Manufacturer)
1000 Tower Lane
Bensenville, Illinois 60106

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered
Five-unit, articulated, single level, container flatcar, Contract T-5087-H	FC	10	NTTX	68000-68009

* All units will have marked on each side the following legend,
"Ownership Subject to a Security Agreement Filed with the
Interstate Commerce Commission".

RECEIVED
JAN 20 3 06 PM '88
FEDERAL EXPRESS
100 OFFICE OF
THE SECRETARY
ACTION OPERATIONS UNIT

Honorable Noretta R. McGee
January 19, 1988
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated April 10, 1987,
recorded on September 2, 1987, at 10:40 a.m.,
recordation number 15305.

A short summary of this Manufacturing Agreement Supplement No. 1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1
covering 10 five-unit, single level,
container flatcars numbered 68000-68009."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to the undersigned by mail.

Very truly yours,



Thomas D. Marion
Treasurer

TDM:kkb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Thomas D. Marion
101 North Wacker Drive
Chicago, IL 60606

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/20/88 at 3:10PM, and assigned recordation number(s).

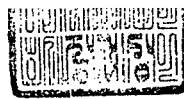
15486, 15153-F & 15305-A

Sincerely yours,

Nesta L. McEneaney

Secretary

Enclosure(s)



RECORDATION NO. 15305-A Filed 1428

JAN 20 1988 - 3 10 PM

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of August 26, 1987, between HYUNDAI PRECISION & INDUSTRIES CO., LTD. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of April 10, 1987, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

HYUNDAI PRECISION & INDUSTRIES CO., LTD.



(Corporate Seal)

By:

Vice President

ATTESTATION:

Assistant Secretary

TRAILER TRAIN COMPANY

By:

Vice President and Treasurer

(Corporate Seal)

ATTESTATION:

Assistant Secretary

STATE OF)
)
COUNTY OF) SS.:


On this ____ day of _____, 1987, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is a _____ of HYUNDAI PRECISION & INDUSTRIES CO., LTD., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(NOTARIAL SEAL)

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this 26th day of August, 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(NOTARIAL SEAL)

"OFFICIAL SEAL"
John G. Rainsford
Notary Public, State of Illinois
My Commission Expires 10/1/90

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1
HYUNDAI PRECISION & INDUSTRIES CO., LTD.
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
NTTX ONE	10	68000-68009	\$ 96,970	\$969,700	February '88	T-5087-H

Item 2: June 30, 1988

Item 3: To be determined

Item 4: Hyundai Precision & Industries Co., Ltd.
c/o Gunderson, Inc.
4350 Northwest Front Avenue
Portland, Oregon 97210

- * Five-platform, articulated, single level, container flatcars built in accordance with Trailer Train specification number 68-43-071686 dated July 16, 1986, revised January 21, 1987, and specification number 68-43-011586 dated January 15, 1986, revised April 17, 1987, and Hyundai "Technical Specification of Five Unit Articulated Container Flat Car for Trailer Train" dated July 1987.